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SEC 1972 (6/99) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

Address of Principal Business Operations (Number and Street, City, State, Zip Code)

SOMB APPROVAL
ØMB Number: 3235-0076
Expires: May 31, 2002
Estimated average burden
hours per response 1

SEC USE ONLY

Telephone Number

Serial

Prefix

DATE RECEIVED Name of Offering (check if this is an amendment and name has changed, and indicate change.) Flip Top Marketing LLC Private Placement Filing Under (Check box(es) that [] Rule 504 [] Rule 505 [] Rule 506 [] Section 4(6) [] ULOE apply): Type of Filing: [x] New Filing [ ] Amendment A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indiciate change.) Flip Top Marketing LLC Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 200 Commerce Drive, Braintree MA 02184 781-930-2322

Brief Description of Business Advertising.

(if different from Executive Offices)

(Including Area Code)

Type of Business Organiz  [ ] corporation	[X] other (ple	ease specify): liability (	"OMDan			
[ ] business trust	[ ] limited partnership, to	be forme	:d 		······································	
		Month	Year			
Actual or Estimated Date	of Incorporation or Organization:	[1]0]	[oli]	k) Actual	[] Estimated	
Jurisdiction of Incorporation	on or Organization: (Enter two-lette CN for Canada; FN				n for State: ][A]	
SENERAL INSTRUCTION	S					
ederal:						
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Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

## State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

## A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more
    of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[x]	Promoter [x]	Beneficial Owner	**	Executive Officer		]	Director [x]	General and/or Managing Partner
Full Name (Last r	ame	first, if individu	•	Dor	ına, Jose	ph G.	,	III	
Business or Resid		•	nber and Street, stree MA 021	•	State, Zip C	ode)		**********************	
Check Box(es) that Apply:	<b>[</b> K]	Promoter [ ]	Beneficial Owner	[1]	Executive Officer	· [	]	Director [ ]	General and/or Managing Partner
Full Name (Last r	ame	first, if individu		ers,	Michael	J.		***************************************	
Business or Resid 100 Grandv		•	nber and Street, 302, Braint						
Check Box(es) that Apply:	[]	Promoter [3]	Beneficial Owner	[]	Executive Officer		]	Director [ ]	General and/or Managing Partner
Full Name (Last r	name	first, if individu		n Dor	nna, Chri	stoph	er	м.	
Business or Resid 200 Commerc		• .	nber and Street ntree MA 021		State, Zip 0	Code)			
Check Box(es) that Apply:	[]	Promoter [x]	Beneficial Owner	[]	Executive Officer	ĺ	]	Director [ ]	General and/or Managing Partner
Full Name (Last			Cara		na, Jose	-			
Business or Resid	denc	e Address (Nu		, City					
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Business or Resi		•	mber and Street ntree, MA 02		, State, Zip (	Code)			
Check Box(es) that Apply:	[X]	Promoter [ ]	Beneficial Owner	[*]	Executive Officer		[]	Director [ ]	General and/or Managing Partner

		*************			Rash				****			
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Full Na	me (Las	t name f	irst, if inc	lividual)	John	ıson, J	ay	· · · · · · · · · · · · · · · · · · ·				
2	200 Cor	nmerce	Drive	, Brai	ntree	treet, City MA 021	84	Zip Code	·)	***************************************		ITHINGS INCOMES
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Aggregate

1. Enter the aggregate offering price of securities included in this offering
and the total amount already sold. Enter "0" if answer is "none" or "zero.
If the transaction is an exchange offering, check this box " and indicate in
the columns below the amounts of the securities offered for exchange
and already exchanged.

Type of Security Debt	Offering Price	Sold \$
Equity	\$500,000	\$ 50,000
[ ] Common [ ] Preferred LLC UNITS		
Convertible Securities (including warrants)	\$ <u> </u>	\$ <u> </u>
Partnership Interests	\$ <u> </u>	\$ <u> </u>
Other (Specify).	\$	\$
Total	\$500,000	\$ 50,000
Answer also in Appendix, Column 3, if filing under ULOE.		•

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under <u>Rule 504</u>, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Dollar Amount Number Investors of Purchases	ţ
Accredited Investors	0 \$ 0	
Non-accredited Investors	1 \$ 50,000	
Total (for filings under Rule 504 only)	<u> </u>	
Answer also in Appendix, Column 4, if filing under ULOE.		

3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u>, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Sold
Rule 505 Regulation A		\$
Rule 504		\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

1 6			_
Transfer Agent's Fees		. []	
Printing and Engraving Costs			
Legal Fees			\$ <u>7,500</u>
Accounting Fees			
Engineering Fees		_	•
Sales Commissions (specify finders' fees separate			
Other Expenses (identify)			
Total		[k]	\$ <u>7,500</u>
b. Enter the difference between the aggregate offering Question 1 and total expenses furnished in response to difference is the "adjusted gross proceeds to the issuer	Part C - Question 4.a.		\$
5. Indicate below the amount of the adjusted gross pro or proposed to be used for each of the purposes show purpose is not known, furnish an estimate and check the estimate. The total of the payments listed must equal the proceeds to the issuer set forth in response to Part C -	n. If the amount for any ne box to the left of the ne adjusted gross		
		Payments to	
		Officers,	
		Directors, &	
Salaries and fees including accounting	& legal	Affiliates	
			N_\$80,000
Purchase of real estate		[]Φ	[]\$
Purchase, rental or leasing and installation of mac and equipment <u>incl</u> hardware and sof	tware	[]\$	
Construction or leasing of plant buildings and facil		[]\$	[]\$
Acquisition of other businesses (including the valu			
securities involved in this offering that may be use exchange for the assets or securities of another is		[]\$	[]\$
pursuant to a merger)			
Repayment of indebtedness		[]\$	
Working capital		[]\$	N \$ 172,500
Other (specify): Marketing, adv., PR		[] \$	M \$ 130,000
<u>Website Development,</u> Travel		[]\$	P1 \$ 60,000
Column Totals		[]\$0	<u>β</u> § 472,500
Total Payments Listed (column totals added)		[x] \$_	472,500
D. FEDER	AL SIGNATURE	***************************************	
«			
The issuer has duly caused this notice to be signed by under Rule 505, the following signature constitutes an Exchange Commission, upon written request of its staff.	undertaking by the issue f, the information furnish	er to furnish to	the U.S. Securities and
non-accredited investor pursuant to paragraph (b)(2) o	r <u>Rule 502</u> .		
Sharran / Drink or Trunch	\$0:t	3	D-1-
Issuer (Print or Type)	Signature	. 1	Date
Flip Top Marketing LLC	Joseph J Cacket	20mm	3/12/02
Name of Signer (Print or Type)	Title of Signer (Print	or Type)	
Joseph G. Cara Donna III	Manager		
		······································	